

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

001

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: USA UTU-77327	6. SURFACE: FOREST
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: <u>Bum</u>	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME:	
3. ADDRESS OF OPERATOR: RT. 3 BOX 3020 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: FEDERAL 5-4-65
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1792' FNL, 857' FWL AT PROPOSED PRODUCING ZONE: SAME AS ABOVE		10. FIELD AND POOL, OR WILDCAT: BRUNDAGE CANYON 11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (SW/NW) SEC. 4, T.6S., R.5W. U.S.B. & M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 28.4 MILES FROM MYTON, UTAH		12. COUNTY: DUCHESE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 857'	16. NUMBER OF ACRES IN LEASE: 1906.50	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 4985'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6782' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	
24. PROPOSED CASING AND CEMENTING PROGRAM			
SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
REFER TO BERRY PETROLEUM COMPANY'S FEDERAL LANDS SOP DRILLING PROGRAM/CASING DESIGN			

OPERATOR REQUESTS PERMISSION TO DRILL THE SUBJECT WELL. PLEASE SEE THE ATTACHED CONDITIONS FOR APPROVAL.

IF YOU REQUIRE ADDITIONAL INFORMATION PLEASE CONTACT:

EDDY COURTRIGHT

1614 SOUTH 2000 WEST

OFFICE: (435)722-1325

CELLULAR: (435)823-1862

RT. 3 BOX 3020

ROOSEVELT, UTAH 84066

RECEIVED

25. ATTACHMENTS

MAR 22 2004

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- ☒ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
☒ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

- ☒ COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE)
☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) DEBBIE L. WISENER

TITLE PRODUCTION & REGULATORY TECHNICIAN

SIGNATURE

DATE

03/08/04

(This space for State use only)

API NUMBER ASSIGNED:

43-013-32558

(11/2001)

Federal Approval of this
Action is Necessary
(See Instructions on Reverse Side)

Approved by the
Utah Division of
Oil, Gas and Mining

Date:

By:

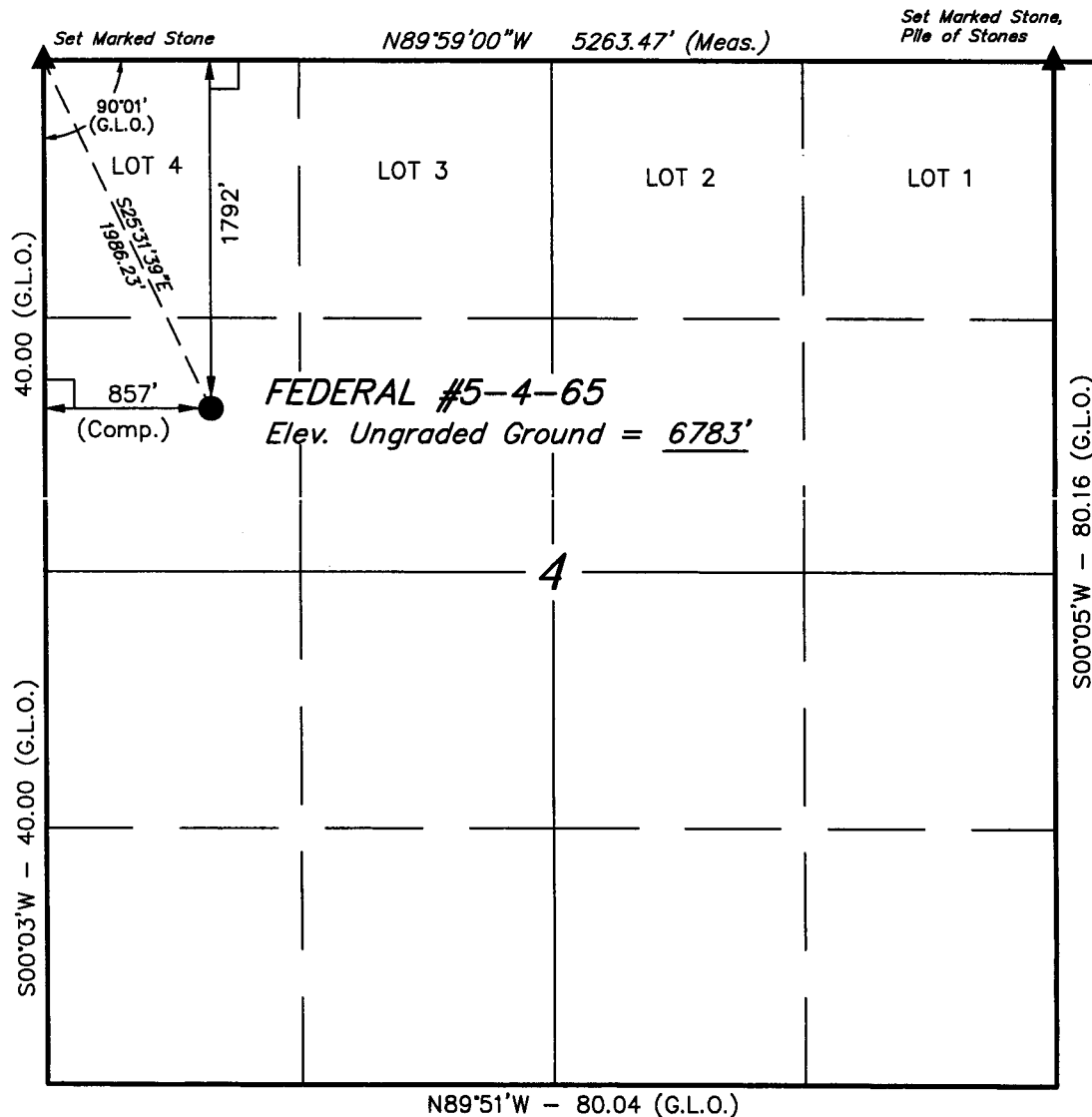
T6S, R5W, U.S.B.&M.

BERRY PETROLEUM COMPANY

BARRE

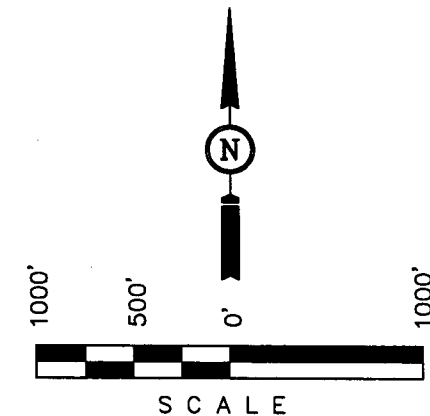
TION

Well location, FEDERAL #5-4-65, located as shown in the SW 1/4 NW 1/4 of Section 4, T6S, R5W, U.S.B.&M. Duchesne County, Utah.



BASIS OF ELEVATION

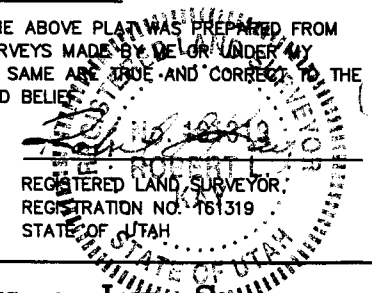
SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 18, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6559 FEET.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

LATITUDE = 39°59'29" (39.991389)
LONGITUDE = 110°27'30" (110.458333)

UTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 05-10-01	DATE DRAWN: 06-05-01
PARTY D.K. R.W. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BARRETT RESOURCES CORP.	

SELF-CERTIFICATION STATEMENT

The following self -certification statement is provided per federal requirements dated June 15, 1988.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

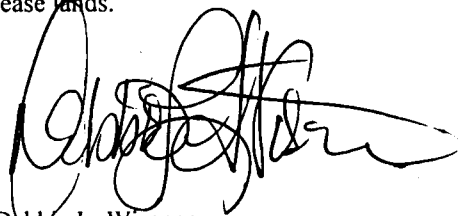
Federal 5-4-65

SW 1/4, NW 1/4, 1792' FNL, 857' FWL, Section 4, T. 6 S., R. 5 W., U.S.B.&M.

Lease USA UTU-77327

Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.



Debbie L. Wisener
Production & Regulatory Technician
Berry Petroleum Company
1614 South 2000 West
Route 3, Box 3020
Roosevelt, Utah 84066
435-722-1325

BEERY PETROLEUM COMPANY

Federal 5-4-65

Surface location SW 1/4 NW 1/4 1792' FNL 857' FWL, Section 4, T. 6 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	surface
Green River	376'
Mahogany	1571'
TGR3 Marker	2570'
*Douglas Creek	3316'
*Castle Peak	4243'
Uteland Butte Ls.	4631'
Wasatch	4881'
TD	4985'

*PROSPECTIVE PAY

3 Pressure Control Equipment

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

4 Proposed Casing and Cementing Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

5 Drilling Fluids Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

6 Evaluation Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

7 Abnormal Conditions

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

8 Anticipated Starting Dates and Notification of Operations

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

9 Other information

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE DRILLING PROGRAM ON FEDERAL LANDS (SOP VERSION: AUGUST 28,
2003).

BERRY PETROLEUM COMPANY
Federal 5-4-65
Surface location SW 1/4 NW 1/4 1792' FNL 857' FWL, Section 4, T. 6 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company, Federal 5-4-65 location, in Section 4-T6S-R5W:

Start in Myton, Utah. Proceed west on US Highway 40, 8.8 miles to the Antelope Creek/Sowers Canyon Road at the Bridgeland turnoff. Turn south and proceed southwest 19.6 miles on the Sowers Canyon Road. Turn west on the Federal 5-4-65 access road and proceed 50' to the Federal 5-4-65 location.

The existing oilfield service road may need some surface material to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operation. If repairs are made the operator will secure material from private sources.

Please see the attached map for additional details.

2 Planned Access Road

See Topographic Map "B" for the location of the proposed access road.

On National Forest Service (NFS) lands, access roads will be constructed according to the specifications contained in the Code of Federal Regulations, including Title 36, Chapter II.

Surface disturbance and vehicular traffic will be limited to the approved location and approved access route. Any additional area needed will be approved in advance.

Access roads and surface disturbing activities will conform to standards outlined in the BLM and Forest Service publication, Surface Operating Standards for Oil and Gas Exploration and Development, Third Edition, 1989.

New access roads will be crowned (2 to 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 32 feet. Graveling or capping the roadbed will be performed as necessary to provide a well constructed, safe road. Prior to construction or upgrading, the proposed road shall be cleared of any snow and shall be allowed to dry completely.

The disturbed width needed may be wider than 32 feet to accommodate larger equipment where deep cuts are required for road construction; intersections or sharp curves occur; or, as proposed by the operator. Approval will be required from the Forest Supervisor, Vernal, Utah (FS).

Appropriate water control structures will be installed to control erosion.

Unless otherwise specified, the following specifications will apply:

The maximum grade will be less than 10%.

There will be no turnouts.

There will be no major cuts and fills, culverts, or bridges. If it becomes necessary to install a culvert at some time after approval of the APD, the operator will request approval from the FS.

The access road will be centerline flagged during time of staking.

There will be no gates, cattle guards, fence cuts, or modifications to existing facilities without prior consent by the FS.

Surfacing material may be necessary, depending upon weather conditions.

The road surface and shoulders will be kept in a safe and usable condition and will be maintained in accordance with the original construction standards. All drainage ditches and culverts will be kept clear and free flowing and will be maintained according to the original construction standards. The access road ROW will be kept free of trash during operations. All traffic will be confined to the approved running surface. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing, nor shall the drainages be blocked by the roadbed. Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Should mud holes develop, the holes shall be filled in and detours around the holes avoided. When snow is removed from the road during the winter months, the snow should be pushed outside the borrow ditches, and the turnouts kept clear so that snowmelt will be channeled away from the road.

3 Location of Existing Wells

See Topographic Map "C" for the location of existing wells within a 1mile radius.

4 Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

The following guidelines will apply if the well is productive:

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank, and be independent of the back cut. Additional capacity, if such is needed due to environmental concerns, will be addressed on a as needed basis. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the BLM/VFO Authorized Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route is submitted with this APD.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the BLM/VFO Authorized Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. The gas line will be buried, or anchored down from the wellhead to the meter. Meter runs will be housed and/or fenced.

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W or from Kenneth V. & Barbara U. Richens source well located in Sec. 34, T3S, R2W, permit # 43-1723 or Leo Foy source well located in Sec. 34, T5S, R5W, permit # 43-11324. A water use agreement is also in place with the Ute Tribe.

6 Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

7 Methods of Handling Waste Materials

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Officer.

After first production, produced wastewater will be confined to the approved pit or storage tank for a period not to exceed 90 days. During the 90-day period, in accordance with Onshore Order No. 7, an application for approval of a permanent disposal method and location will be submitted for the Authorized Officer's approval.

All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.

Any open pits will be fenced during the operations. The fencing will be maintained until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

8 Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

9 Wellsite Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

The diagram will describe rig orientation, parking areas, and access roads as well as the location of the following:

The reserve pit.

The stockpiled topsoil, which shall not be used for facility berms. All brush removed from the well pad during construction will be stockpiled with the topsoil.

The flare pit, which will be located downwind from the prevailing wind direction.

The access road.

All pits will be fenced according to the following minimum standards:

39-inch net wire shall be used with at least one strand of wire on top of the net wire. Barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence.

The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be cemented and/or braced in such a manner as to keep the fence tight at all times.

Standard steel, wood, or pipe posts shall be used between the corner braces. Distance between any two posts shall be no greater than 16 feet.

All wire shall be stretched using a stretching device before it is attached to the corner posts.

The reserve pit fencing will be on two sides during drilling operations and on the third and fourth sides when the rig moves off location. Pits will be fenced and maintained until cleanup.

10 Plans for Restoration of the Surface

The dirt contractor will be provided with approved copies of the Surface Use Plan and these Standard Operating Procedures prior to construction activities.

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

On lands administered by the BLM, abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be cut off at the water or mud line and disposed of at an approved landfill site. The liner will also be torn and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit. When all drilling and completion activities have been completed, the unused portion of the location (area outside the deadmen) will be re-contoured and topsoil spread over the area.

Topsoil to be stored for more than one year:

Shall be windrowed, where possible, to a depth of three (3) to four (4) feet at a specified location near the margin of the site.

Shall be broadcast seeded with the prescribed seed mixture immediately after windrowing. The Authorized Officer of the appropriate surface management agency shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth.

The stockpile then "walked" with a dozer to cover the seed.

Mulching may be one method considered to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw and hay must be certified to be weed-free and the documentation submitted prior to usage.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

The Authorized Officer or the appropriate surface management agency shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth.

If broadcast seeded, the amount of seed mixture per acre will be doubled, and a harrow or some other implement will be dragged over the seeded area to assure coverage of the seeds.

For BLM administered surface, at final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11 Surface Ownership

United States Forest Service

12 Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the BLM or the appropriate County Extension Office. On NFS administered land, it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides or other pesticides or possibly hazardous chemicals.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on NFS administered lands after the conclusion of drilling operations or at any other time without authorization by the FS. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted only to approved travel routes.

Unless previously conducted, a class III archaeological survey will be conducted on all Federal and/or Tribal lands. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Officer.

Within five working days, the Authorized Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

On surface administered by the NFS, all surface use will be conducted in accordance with the STIPULATION FOR LANDS OF THE NATIONAL FOREST SYSTEM UNDER JURISDICTION OF THE DEPARTMENT OF AGRICULTURE, including:

If the surface is owned by another entity (FEE OWNER) and the mineral rights are owned by the BLM, a right-of-way will be obtained from the other entity.

Operator's employees, including subcontractors, will not gather firewood along roads constructed by the operator.

All roads constructed by the operator will have appropriate signs. Signs will be neat and of sound construction. The sign will state: (a) that the land is located within the Ashley National Forest boundary (b) the name of the Operator, (c) that firearms are prohibited, (d) only authorized personnel are permitted.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section; the section, township, and range).

13 Lessees or Operator's Representative and Certification

A) Representative

NAME: Debbie L. Wisener

ADDRESS: Berry Petroleum Company
1614 South 2000 West
Route 3, Box 3020
Roosevelt, Utah 84066

PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

DATE

Jan. 29, 01

Debbie L. Wisener
Production & Regulatory Technician
Berry Petroleum Company

APPLICATION FOR GRANT OF CORRIOR RIGHT-OF-WAY

BERRY PETROLEUM COMPANY, having a resident or principal place of business at **1614 South, 2000 West, Route 3 Box 3020, Roosevelt, Utah, 84066**, hereby files an application with the Bureau of Indian Affairs, pursuant to the terms and provisions of the Act of February 5, 1948 (62 Stat. 17; 25 U.S.C. 323), and to the regulations of the Department of the Interior contained in Title 25, Code of Federal Regulations, Part 169, for the grant of a Right-of-Way for the following purposes and reasons:

To construct a Road & Pipeline Corridor for the FEDERAL 5-4-65

Across the following described Indian Lands SE ¼ NE ¼, NW ¼ SE ¼ & SE ¼ SW ¼ OF SECTION 33, T5S,
R5W, U.S.B. & M.

Corridor R-O-W = 1.162 Ac. Total Acreage = 1.162 Acres
(Access Road & Pipeline) **3" SDR-11 POLY PIPELINE**

Said Pipeline Right-of-Way to be approximately 1.686.51 feet in length, 30 feet in width, and 1.162 Acres, and more particularly described and shown on the map of definite location to be attached and made a part hereof.

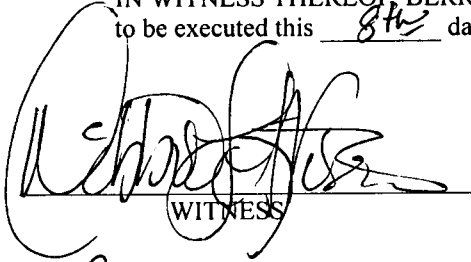
The applicant understands and hereby expressly agrees to the following stipulations:

- (a) To construct and maintain the Right-of-Way in a workmanlike manner.
- (b) To pay promptly all damages and compensation, in addition to the deposit made pursuant to 169.4 determined by the Secretary to be due the landowners and authorized users and occupants of the land on account of the survey, granting, construction and maintenance of the Right-of-Way.
- (c) To indemnify the landowners and authorized users and occupants against any liability for loss of life, personal injury and property damage arising from the construction, maintenance, occupancy or use of the lands by the applicant, his employees, contractors and their employees or subcontractors and their employees.
- (d) To restore the lands as nearly as may be possible to their original condition upon the completion of the construction to the extent compatible with the purpose for which the Right-of-Way was granted.
- (e) To clear and keep clear the lands within the Right-of-Way to the extent compatible with the purpose of the Right-of-Way; and to dispose of all vegetative and other material cut, uprooted, or otherwise accumulated during the construction and maintenance of the project.
- (f) To take soil and resource conservation and protection measures, including weed control, on the land covered by the Right-of-Way.
- (g) To do everything reasonable within its power to prevent and suppress fires on or near the lands to be occupied under the Right-of-Way.
- (h) To build and repair such roads, fences, and trails as may be destroyed or injured by construction work and to build and maintain necessary and suitable crossings for all

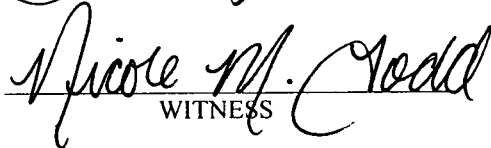
roads and trails that intersect the works constructed, maintained, or operated under the Right-of-Way.

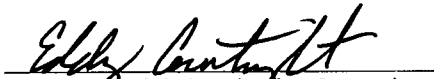
- (l) That upon revocation or termination of the Right-of-Way, the applicant shall, so far as is reasonably possible, restore the land to its original condition.
- (j) To at all times keep the Secretary informed of its address, and in case of corporation of the address of its principal officers.
- (k) That the applicant will not interfere with the use of the lands by or under the authority of the landowners for any purpose not inconsistent with the primary purpose for which the Right-of-Way is granted.

IN WITNESS THEREOF, BERRY PETROLEUM COMPANY, has caused this instrument to be executed this 8th day of March, 2004.


WITNESS

BERRY PETROLEUM COMPANY
APPLICANT


WITNESS


Eddy Courtwright/Production Supervisor
Route 3 Box 3020
Roosevelt, Utah 84066
Phone: (435)722-1325

SUPPORTING DOCUMENTS:

- () Written consent of the landowners.
- () Evidence of good faith and financial responsibility.
- (x) \$0 as per the terms of the Exploration and Development Agreement #14-20-H62-4728.
- () State certified copy of corporate charter or articles of corporation.
- () Certified copy of resolution or bylaws of the corporation authorizing the filing of the stipulations.
- () State certification that the applicant is authorized to do business in the State where the land is located.
- () Certified copy of the articles of partnership or association.
- (x) Map of definite location.
- () Other:

BERRY PETROLEUM COMPANY
FEDERAL #5-4-65
CORRIDOR RIGHT-OF-WAY
SECTIONS 33 & 34, T5S, R5W, U.S.B.&M.

TOTAL CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 1686.51' OR 0.319 MILES. WIDTH OF
RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE).
CONTAINS 1.162 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF UTAH } SS

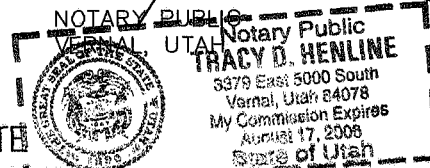
ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR BERRY PETROLEUM COMPANY, THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION) THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE CORRIDOR RIGHT-OF-WAY AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.319 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

Robert L. Kay
REGISTERED LAND SURVEYOR
REGISTRATION NO. 16149
STATE OF UTAH

ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 4 DAY OF Feb 2004.

MY COMMISSION EXPIRES Aug 17, 2006



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS CORRIDOR RIGHT-OF-WAY, 0.319 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP, SAID CORRIDOR RIGHT-OF-WAY ARE ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

Ed Courtright
APPLICANT

PRODUCTION SUPERVISOR - UTAH
TITLE

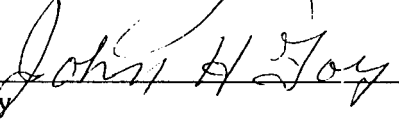
February 20, 2004

To Whom It May Concern:

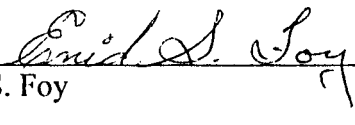
Please be advised that the undersigned, Leo B. Foy, Jack H. Foy and Enid S. Foy, as owners of the surface estate of the NE1/4SE1/4 and SW1/4SE1/4 of Section 33, Township 5 South, Range 5 West, USM, Duchesne County, Utah, and the SW1/4NW1/4 and E1/2SW1/4 of Section 34, Township 5 South, Range 5 West, USM, Duchesne County, Utah, hereby waives the requirement to have archeological surveys conducted on the access roads to be constructed across the aforesaid described lands.



Leo B. Foy



John H. Foy



Enid S. Foy

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Leo B. Foy, a married man dealing in his sole and separate property, 163 West 100 North, Duchesne, UT 84121, John H. Foy, a married man dealing in his sole and separate property, PO Box 144, Duchesne, UT 84121 and Enid S. Foy, a widow, 856 So. Mill Road, Heber City, UT 84032 (hereinafter referred to as GRANTOR, whether one or more), are the owners of the surface of the following described property located in Duchesne County, Utah, to-wit:

TOWNSHIP 5 SOUTH, RANGE 5 WEST
Section 33: NE1/4SE1/4, SW1/4SE1/4
Section 34: SW1/4NW1/4, E1/2SW1/4
See Exhibits "A" and "B" Attached

E 367932 B M303 P 759
DUS&M-MAR-2004 10:51am
Fee: 23.00 Check
CAROLYNE B MADSEN, Recorder
Filed By CRY
For BERRY PETROLEUM COMPANY
DUCHESE COUNTY CORPORATION

and Berry Petroleum Company whose address is 5201 Truxton Avenue, Suite 300, Bakersfield, CA, 93309, (hereinafter referred to as GRANTEE), owns leases covering oil, gas and mineral rights in, under and upon said property; and

WHEREAS, Grantee desire to build access roads and a pipeline or pipelines and appurtenances thereto on a portion of said property.

NOW THEREFORE, for and in consideration of the sum of ten dollars (\$10.00) and other valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant, sell and convey unto Grantee, its successors and assigns, the easement and right to us that portion of the herein above described property as may be necessary to construct, entrench, maintain, operate, replace, remove, protect, or abandon a pipeline or pipelines for water or gas with appurtenances thereto, including, but not limited to, valves, metering equipment, and cathodic equipment; to construct, maintain, relocate, or abandon roads (said pipelines, appurtenances, valves, metering equipment, cathodic equipment, and road being sometimes collectively called the "facilities") over, under and through the hereinafter described land as described in the attached Exhibits "A" and "B".

Grantor acknowledges the receipt and sufficiency of the above described consideration as payment for all damages to Grantor's trees, timber, growing crops, and other vegetation being cultivated on said land by the undersigned or their respective lessees, tenants or assigns caused by the construction, maintenance, protection, repair, placement or removal of the facilities as described in the attached exhibits and agrees that the payment and acceptance of the consideration set forth above is in full and complete payment, settlement, compromise and satisfaction of any and all of the above-mentioned losses, liabilities, claims, damages, demands and causes of action for any and all injuries and damage to the surface of the land hereinbelow described and to any appurtenances or improvements thereon, and for any and all claims including but not limited to loss of potential rental income, damages to and/or loss of livestock and wildlife, arising directly or indirectly in connection with the operations thereon by Grantee, its employees, agents, contractors, or subcontractors in connection with the above-mentioned operations of Grantee.

Grantee shall have the free right of ingress and egress to, over, upon, through and across said right-of-way and easement for any and all purposes that may be necessary or incidental to the maintenance of the right-of-way and easement, with the right to use existing roads which enter Grantor's property for the purpose of constructing, inspecting, repairing and maintaining the facilities and the removal or replacement of same at will, either in whole or in part, and the replacement of said pipeline or pipelines with either like or different size pipe. During temporary periods, Grantee may use such portions of the property along and adjacent to said right-of-way as may be necessary in connection with construction, maintenance, repair, removal or replacement of the facilities and if such use cause any damages to Grantor's lands outside of the above described right-of-way, Grantee shall pay Grantor for such damages.

Grantor reserves the right to the use and enjoyment of said property except for the purposes herein granted, but such use shall not hinder, conflict or interfere with Grantee's surface or subsurface rights hereunder or disturb its facilities. No road, reservoir, excavation, obstruction or structure shall be constructed, created or maintained on, over, along or within the lands covered by this right-of-way without Grantee's prior written consent.

If Grantee desires to remove any trees adjacent to said right-of-way at a later date which may be hazardous to the maintenance and use of the facilities on the right-of-way, Grantee shall first obtain approval from Grantor in writing, Grantor's approval not to be unreasonably withheld, and after receipt of such approval, may proceed to cut and remove such trees subject to payment of additional timber damages, if any are determined.

The undersigned Grantor hereby covenants and warrants that he is the surface owner of the above-described land, and has the right to enter into this Agreement.

FOR THE SAME CONSIDERATION RECITED ABOVE, Grantor and Grantee do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or, their agents, contractors, licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of it, or its predecessors, agents, contractors, licensees, permittees, successors, and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors or assigns. Grantee shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an ☐nlettered condition.

TO HAVE AND TO HOLD the above described rights and easements, together with all rights necessary to operate and maintain the facilities over the right-of-way hereby granted unto the said Grantee, its successors and assigns, until such time as the right-of-way and easement is abandoned under the terms stipulated herein. The Grantee may assign the rights and easements herein granted, either in whole or in part, subject to the terms of this grant, and such rights and easements shall be covenants running with the land and be binding up Grantor, Grantor's heirs, legal representatives and successors in title. Upon abandonment, at the request of the Grantor, Grantee shall execute and deliver to Grantor a document in recordable form evidencing said abandonment. Also, upon abandonment, at the request of the Grantor, Grantee shall restore the surface used under the terms of this Agreement to as near its original condition as is possible.

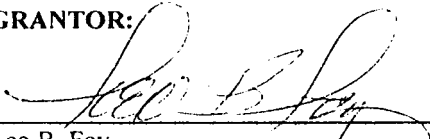
The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

Grantee shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads. Grantee shall also install cattle guards where the roads go through fences, if any.

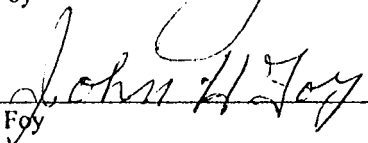
This agreement shall inure to the benefit of the parties hereto, their heirs, successors, and assigns and shall be a burden running with the land.

IN WITNESS WHEREOF, the parties have executed this Surface Damage and Right-of-Way Settlement Agreement effective as of the 20th day of February, 2004.

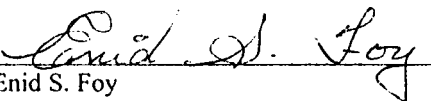
GRANTOR:



Leo B. Foy



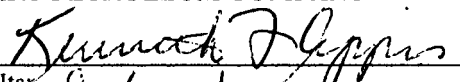

John H. Foy



Enid S. Foy

GRANTEE:

BERRY PETROLEUM COMPANY

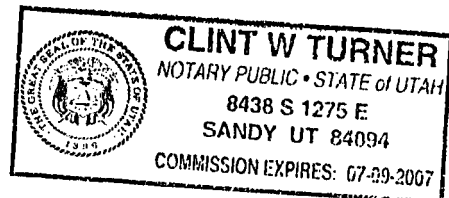
By: 
Its: 

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

BEFORE ME, the undersigned, a Notary Public, in and for said County and State on this 23rd day of February, 2004, personally appeared Leo B. Foy to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Clint W Turner
Notary Public



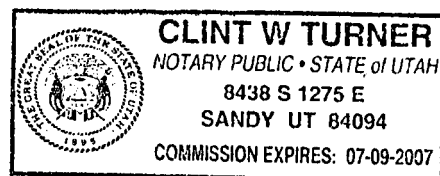
My Commission Expires: 7-9-07

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

BEFORE ME, the undersigned, a Notary Public, in and for said County and State on this 23rd day of February, 2004, personally appeared John H. Foy to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Clint W Turner
Notary Public



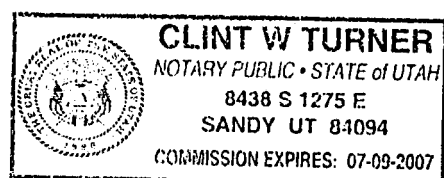
My Commission Expires: 7-9-07

STATE OF UTAH)
)
COUNTY OF WASATCH)

BEFORE ME, the undersigned, a Notary Public, in and for said County and State on this 26th day of February, 2004, personally appeared Enid S. Foy to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that she duly executed the same as her free and voluntary act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Clint W Turner
Notary Public

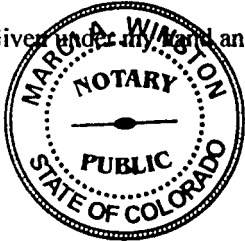


My Commission Expires: 7-9-07

STATE OF COLORADO)
)
COUNTY OF DENVER)

I, the undersigned authority, a Notary Public in and for said county and state, hereby certify that Kenneth F. Appis, whose name as Sr. Landman of Berry Petroleum Company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 5th day of March, 2004.



Marcia A. Winston
Notary Public

My Commission Expires 9/11/07

EXHIBIT "A"

Attached to and made a part of that certain Surface Damage and Right-of-Way Settlement Agreement effective February 20, 2004, by and between Leo B. Foy, John H. Foy and Enid S. Foy, as Grantor, and Berry Petroleum Company, as Grantee.

Township 5 South, Range 5 West, USM, Duchesne County, UT

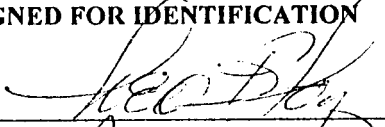


EXHIBIT "B"

Attached to and made a part of that certain Surface Damage and Right-of-Way Settlement Agreement effective the 20th day of February, 2004, by and between Leo B. Foy, John H. Foy, and Enid S. Foy, as Grantor, and Berry Petroleum Company, as Grantee.

1. A road and pipeline right-of-way thirty feet (30') wide by approximately 4,265.54 feet long (2.938 acres) crossing the NE1/4SE1/4, SW1/4SE1/4 of Section 33, Township 5 South, Range 5 West, USM, and the SW1/4NW1/4 of Section 34, Township 5 South, Range 5 West, USM, Duchesne County, Utah.
2. A road and pipeline right-of-way thirty feet (30') wide by approximately 2,297.22 feet long (1.582 acres) crossing the E1/2SW1/4 of Section 34, Township 5 South, Range 5 West, USM, Duchesne County, Utah

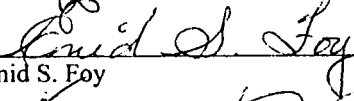
SIGNED FOR IDENTIFICATION



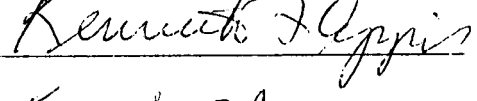
Leo B. Foy



John H. Foy



Enid S. Foy



Kenneth F. Appis

BERRY PETROLEUM COMPANY

CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

(For FEDERAL #5-4-65)

LOCATED IN
SECTIONS 33 & 34, T5S, R5W, U.S.B.&M.
DUCHESNE COUNTY, UTAH

LINE TABLE			LINE TABLE		
LINE	BEARING	LENGTH	LINE	BEARING	LENGTH
L1	S25°07'31"W	50.06'	L34	S57°44'40"W	70.46'
L2	S32°42'00"W	115.26'	L35	S57°20'23"W	140.48'
L3	S29°30'48"W	120.47'	L36	S57°20'23"W	101.25'
L4	S33°51'47"W	185.62'	L37	S50°22'55"W	56.96'
L5	S35°04'51"W	116.54'	L38	S41°55'03"W	35.00'
L6	S39°00'22"W	103.99'	L39	S39°05'01"W	33.15'
L7	S43°32'25"W	66.22'	L40	S42°13'29"W	147.93'
L8	S49°45'59"W	82.64'	L41	S49°14'59"W	95.62'
L9	S51°47'14"W	172.70'	L42	S49°02'41"W	197.68'
L10	S46°52'24"W	76.08'	L43	S49°02'41"W	55.70'
L11	S37°39'32"W	84.07'	L44	S48°56'38"W	53.28'
L12	S35°43'44"W	76.65'	L45	S46°35'55"W	104.91'
L13	S39°21'36"W	83.40'	L46	S43°57'57"W	242.49'
L14	S43°28'03"W	81.38'	L47	S49°59'47"W	45.40'
L15	S47°49'27"W	95.66'	L48	S59°29'13"W	37.92'
L16	S51°24'51"W	49.75'	L49	S70°50'32"W	53.90'
L17	S53°04'26"W	94.39'	L50	S79°09'05"W	84.54'
L18	S54°04'14"W	90.00'	L51	S80°34'55"W	50.43'
L19	S58°19'12"W	51.23'	L52	S45°03'35"W	40.44'
L20	S58°57'23"W	43.33'	L53	S41°51'09"W	85.72'
L21	S50°08'15"W	40.98'	L54	S44°50'25"W	108.55'
L22	S43°51'25"W	52.34'	L55	S46°56'42"W	123.70'
L23	S45°04'57"W	103.98'	L56	S46°56'42"W	97.64'
L24	S53°54'50"W	40.62'	L57	S51°06'02"W	61.21'
L25	S69°14'42"W	53.59'	L58	S67°53'17"W	66.80'
L26	S69°39'49"W	84.71'	L59	S76°30'56"W	98.15'
L27	S62°29'10"W	33.07'	L60	S70°37'41"W	62.39'
L28	S57°15'22"W	57.04'	L61	S52°26'47"W	54.04'
L29	S51°04'29"W	151.02'	L62	S33°39'08"W	63.19'
L30	S52°00'17"W	62.37'	L63	S27°36'36"W	289.03'
L31	S54°15'54"W	99.85'	L64	S32°26'58"W	76.55'
L32	S55°09'27"W	408.11'	L65	S36°00'31"W	59.92'
L33	S57°27'21"W	30.50'			

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
W.C. FOY SONS	4265.54'	2.938	258.52
UTE TRIBAL	1686.51'	1.162	102.21

Set Marked Stone

2009.25'

END OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 59+52.05

LOT 4

LOT 3

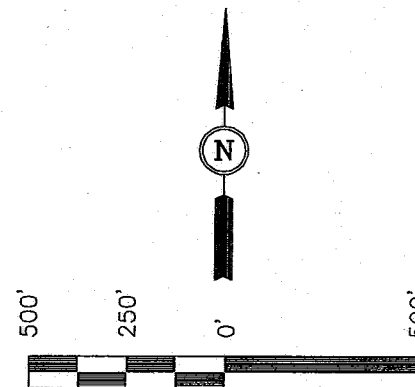
LOT 2

▲ = SECTION CORNERS LOCATED.

FEDERAL #3-4-65

1/16 Section Line

NE 1/4



SCALE

Sec. 33

1/4 Section Line

Centerline of Proposed
Corridor Right-of Way

Ute
Tribal

SE 1/4

W.C. FOY
SONS

Section Line

Ute
Tribal

T5S
T6S

Set Marked Stone,
Pile of Stones

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

NE Cor Sec 33
Set Stone

BEGINNING OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 0+00
(At Proposed Corridor)

SEE DRAWING #42282A

W.C. FOY
SONS

Sec. 34

NOTE:
BEGINNING STA. 0+00 BEARS S38°47'37"E
1690.97' FROM THE NORTHWEST CORNER
OF SECTION 34, T5S, R5W, U.S.B.&M.
P.O.S.L. 16+54.88 BEARS S00°12'42"W
2559.93' FROM THE NORTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.
P.O.1/16.S.L. 32+68.56 BEARS N36°48'35"W
2188.94' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.
P.O.1/16.S.L. 39+36.15 BEARS N54°04'53"W
2230.12' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.
P.O.1/4.S.L. 50+23.13 BEARS N76°32'38"W
2705.20' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON UTE TRIBAL LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED
CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE SE 1/4 NE 1/4 OF SECTION
33, T5S, R5W, U.S.B.&M. WHICH BEARS S00°12'42"W 2559.93' FROM THE
NORTHEAST CORNER OF SAID SECTION 33, THENCE S54°40'14"W 90.00' TO A
POINT ON THE SOUTH LINE OF THE SE 1/4 NE 1/4 OF SECTION 33, WHICH
BEARS N01°23'39"W 2613.05' FROM THE SOUTHEAST CORNER OF SAID SECTION
33. ALSO, BEGINNING AT A POINT ON THE EAST LINE OF THE NW 1/4 SE 1/4
OF SAID SECTION 33, WHICH BEARS N36°48'35"W 2188.94' FROM THE SOUTHEAST
CORNER OF SAID SECTION 33, THENCE S57°20'23"W 101.25'; THENCE S50°22'55"W
56.96'; THENCE S41°55'03"W 35.00'; THENCE S39°05'01"W 33.15'; THENCE
S42°13'29"W 147.93'; THENCE S49°14'59"W 95.62'; THENCE S49°02'41"W
197.68' TO A POINT ON THE SOUTH LINE OF THE NW 1/4 SE 1/4 OF SECTION
33, WHICH BEARS N54°04'53"W 2230.12' FROM THE SOUTHEAST CORNER OF SAID
SECTION 33. ALSO, BEGINNING AT A POINT ON THE EAST LINE OF THE SE 1/4
SW 1/4 OF SECTION 33, WHICH BEARS N76°32'38"W 2705.20' FROM THE SOUTHEAST
CORNER OF SAID SECTION 33, THENCE S46°56'42"W 97.64'; THENCE S51°06'02"W
61.21'; THENCE S67°53'17"W 66.80'; THENCE S76°30'56"W 98.15'; THENCE
S70°37'41"W 62.39'; THENCE S52°26'47"W 54.04'; THENCE S33°39'08"W
63.19'; THENCE S27°36'36"W 289.03'; THENCE S32°26'58"W 76.55'; THENCE
S36°00'31"W 59.92' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4
OF SECTION 33, WHICH BEARS S89°59'00"E 2009.25' FROM THE SOUTHWEST
CORNER OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-
WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES.
BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.162 ACRES MORE
OR LESS.

Revised: 02-04-04 D.R.B.

UINTAH ENGINEERING & LAND SURVEYING
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VERNAL, UTAH - 84078

SCALE 1" = 500'	DATE 06-05-01
PARTY D.K. R.W. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 4 2 2 8 2 - B

BERRY PETROLEUM COMPANY

CORRIDOR RIGHT-OF-WAY ON FEE LANDS

(For FEDERAL #5-4-65)

LOCATED IN
SECTIONS 33 & 34, T5S, R5W, U.S.B.&M.
DUCHESNE COUNTY, UTAH

LINE TABLE			LINE TABLE		
LINE	BEARING	LENGTH	LINE	BEARING	LENGTH
L1	S25°07'31"W	50.06'	L34	S57°44'40"W	70.46'
L2	S32°42'00"W	115.26'	L35	S57°20'23"W	140.48'
L3	S29°30'48"W	120.47'	L36	S57°20'23"W	101.25'
L4	S33°51'47"W	185.62'	L37	S50°22'55"W	56.96'
L5	S35°04'51"W	116.54'	L38	S41°55'03"W	35.00'
L6	S39°00'22"W	103.99'	L39	S39°05'01"W	33.15'
L7	S43°32'25"W	66.22'	L40	S42°13'29"W	147.93'
L8	S49°45'59"W	82.64'	L41	S49°14'59"W	95.62'
L9	S51°47'14"W	172.70'	L42	S49°02'41"W	197.68'
L10	S46°52'24"W	76.08'	L43	S49°02'41"W	55.70'
L11	S37°39'32"W	84.07'	L44	S48°56'38"W	53.28'
L12	S35°43'44"W	76.65'	L45	S46°35'55"W	104.91'
L13	S39°21'36"W	83.40'	L46	S43°57'57"W	242.49'
L14	S43°28'03"W	81.38'	L47	S49°59'47"W	45.40'
L15	S47°49'27"W	95.66'	L48	S59°29'13"W	37.92'
L16	S51°24'51"W	49.75'	L49	S70°50'32"W	53.90'
L17	S53°04'26"W	94.39'	L50	S79°09'05"W	84.54'
L18	S54°40'14"W	90.00'	L51	S60°34'55"W	50.43'
L19	S58°19'12"W	51.23'	L52	S45°03'35"W	40.44'
L20	S58°57'23"W	43.33'	L53	S41°51'09"W	85.72'
L21	S50°08'15"W	40.98'	L54	S44°50'25"W	108.55'
L22	S43°51'25"W	52.34'	L55	S46°56'42"W	123.70'
L23	S45°04'57"W	103.98'	L56	S46°56'42"W	97.64'
L24	S53°54'50"W	40.62'	L57	S51°06'02"W	61.21'
L25	S69°14'42"W	53.59'	L58	S67°53'17"W	66.80'
L26	S69°39'49"W	84.71'	L59	S76°30'56"W	98.15'
L27	S62°29'10"W	33.07'	L60	S70°37'41"W	62.39'
L28	S57°15'22"W	57.04'	L61	S52°26'47"W	54.04'
L29	S51°04'29"W	151.02'	L62	S33°39'08"W	63.19'
L30	S52°00'17"W	62.37'	L63	S27°36'36"W	289.03'
L31	S54°15'54"W	99.85'	L64	S32°26'58"W	76.55'
L32	S55°09'27"W	408.11'	L65	S36°00'31"W	59.92'
L33	S57°27'21"W	30.50'			

NOTE:
BEGINNING STA. 0+00 BEARS S38°47'37"E
1690.97' FROM THE NORTHWEST CORNER
OF SECTION 34, T5S, R5W, U.S.B.&M.

P.O.S.L. 16+54.88 BEARS S00°12'42"W
2559.93' FROM THE NORTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.

P.O.1/16.S.L. 32+68.56 BEARS N36°48'35"W
2188.94' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.

P.O.1/16.S.L. 39+36.15 BEARS N54°04'53"W
2230.12' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.

P.O.1/4.S.L. 50+23.13 BEARS N76°32'38"W
2705.20' FROM THE SOUTHEAST CORNER
OF SECTION 33, T5S, R5W, U.S.B.&M.

Set Marked Stone

END OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 59+52.05

LOT 4

LOT 3

LOT 2

FEDERAL #3-4-65

1/16 Section Line

NE 1/4



SCALE

Sec. 33

1/4 Section Line

Centerline of Proposed
Corridor Right-of Way

Ute
Tribal

SE 1/4

W.C. FOY
SONS

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
W.C. FOY SONS	4265.54'	2.938	258.52
UTE TRIBAL	1686.51'	1.162	102.21

NE Cor Sec 33
Set Stone

BEGINNING OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 0+00
(At Proposed Corridor)

W.C. FOY
SONS

Sec. 34

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON FEE LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING
DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION
34, T5S, R5W, U.S.B.&M. WHICH BEARS S38°47'37"E 1690.97'
FROM THE NORTHWEST CORNER OF SAID SECTION 34, THENCE
S25°07'31"W 50.06'; THENCE S32°42'00"W 115.26'; THENCE
S29°30'48"W 120.47'; THENCE S33°51'47"W 185.62'; THENCE
S35°04'51"W 116.54'; THENCE S39°00'22"W 103.99'; THENCE
S43°32'25"W 66.22'; THENCE S49°45'59"W 82.64'; THENCE
S51°47'14"W 172.70'; THENCE S46°52'24"W 76.08'; THENCE
S37°39'32"W 84.07'; THENCE S35°43'44"W 76.65'; THENCE
S39°21'36"W 83.40'; THENCE S43°28'03"W 81.38'; THENCE
S47°49'27"W 95.66'; THENCE S51°24'51"W 49.75'; THENCE
S53°04'26"W 94.39' TO A POINT ON THE WEST LINE OF THE
SW 1/4 NW 1/4 OF SECTION 34, WHICH BEARS S00°12'42"W
2559.93' FROM THE NORTHEAST CORNER OF SAID SECTION 34.
ALSO, BEGINNING AT A POINT ON THE NORTH LINE OF THE
NE 1/4 SE 1/4 OF SECTION 33, T5S, R5W, U.S.B.&M. WHICH
BEARS N01°49'03"W 2613.27' FROM THE SOUTHEAST CORNER
OF SAID SECTION 33, THENCE S58°19'12"W 51.23'; THENCE
S58°57'23"W 43.33'; THENCE S50°08'15"W 40.98'; THENCE
S43°51'25"W 52.34'; THENCE S45°04'57"W 103.98'; THENCE
S53°54'50"W 40.62'; THENCE S69°14'42"W 53.59'; THENCE
S69°39'49"W 84.71'; THENCE S62°29'10"W 33.07'; THENCE
S57°15'22"W 57.04'; THENCE S51°04'29"W 151.02'; THENCE
S52°00'17"W 62.37'; THENCE S54°15'54"W 99.85'; THENCE
S55°09'27"W 408.11'; THENCE S57°27'21"W 30.50'; THENCE
S57°44'40"W 70.46'; THENCE S57°20'23"W 140.48' TO A
POINT ON THE WEST LINE OF THE NE 1/4 SE 1/4 OF SECTION
33, WHICH BEARS N36°48'35"W 2188.94' FROM THE SOUTHEAST
CORNER OF SAID SECTION 33. ALSO, BEGINNING AT A POINT
ON THE NORTH LINE OF THE SW 1/4 SE 1/4 OF SECTION 33,
T5S, R5W, U.S.B.&M. WHICH BEARS N54°04'53"W 2230.12'
FROM THE SOUTHEAST CORNER OF SAID SECTION 33, THENCE
S49°02'41"W 55.70'; THENCE S48°56'38"W 53.28'; THENCE
S46°35'55"W 104.91'; THENCE S43°57'57"W 242.49'; THENCE
S49°59'47"W 45.40'; THENCE S59°29'13"W 37.92'; THENCE
S70°50'32"W 53.90'; THENCE S79°09'05"W 84.54'; THENCE
S60°34'55"W 50.43'; THENCE S45°03'35"W 40.44'; THENCE
S41°51'09"W 85.72'; THENCE S44°50'25"W 108.55'; THENCE
S46°56'42"W 123.70' TO A POINT ON THE WEST LINE OF THE
SW 1/4 SE 1/4 OF SECTION 33, WHICH BEARS N76°32'38"W
2705.20' FROM THE SOUTHEAST CORNER OF SAID SECTION 33.
THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING
SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY
LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION.
CONTAINS 2.938 ACRES MORE OR LESS.

Revised: 02-04-04 D.R.B.

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VERNAL, UTAH - 84078

SCALE 1" = 500'	DATE 06-05-01
PARTY D.K. R.W. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 4 2 2 8 2 A

CERTIFICATE OF LAND SURVEY

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
STATE OF UTAH

BERRY PETROLEUM COMPANY
E rp.,
Federal #3-4-65 and Federal #5-4-65 wells:
A Cultural Resource Inventory for two well pads,
their access and pipeline,
Duchesne County, Utah

By
James A. Truesdale

James A. Truesdale
Principle Investigator

Prepared For
Barrett Resources Corporation
30 West 425 South (330-5)
Roosevelt, Utah
84066

Prepared By
AN INDEPENDENT ARCHAEOLOGIST
P.O.Box 153
Laramie, Wyoming
82073

Utah Project # U-01-AY-0060(f)

June 10, 2001

Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Barrett Resources Corporation, to conduct a cultural resources investigation of the proposed Federal #3-4-65 and Federal #5-4-65 wells, their access and pipeline.

The Federal #3-4-65 well is located in the NE/NW 1/4 of Section 4, T6S, R5W, Duchesne County, Utah (Figure 1). From the Sowers Canyon road at the USFS and Ute Tribal boundary, the proposed access trends southeast-south 800 feet (243. m) to the proposed well pad. The proposed pipeline trends 800 feet (243.9 m) northwest, to the USFS and Ute Tribal boundary. The proposed pipeline then continues 5780 feet (1762.1 m), through the Uintah-Ouray Ute lands, along the east side of the Sowers Canyon road to a existing pipeline. A total of 11.83 acres is on USFS land, while 13.26 acres are on Uintah-Ouray Ute tribal lands.

The Federal #5-4-65 well (1792' FNL, 857' FWL) is located in the SW/NW 1/4 of Section 4, T6S, R5W, Duchesne County, Utah (Figure 1). The proposed access is the existing Sowers Canyon road that is adjacent immediately east of the proposed well pad. The proposed pipeline trends 2000 feet (609.7 m) northwest along the west side of the Sowers Canyon to the USFS and Ute Tribal boundary and a existing pipeline. A total of 14.59 acres is on USFS land.

A total of 26.42 acres was surveyed on USFS land. Fieldwork was authorized through a U.S. Department of Agriculture, Forest Service, Special Use Permit (DCN900801). A total of 13.26 acres was surveyed on Uintah-Ouray Ute tribal lands. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe.

The field work was conducted on June 1 and 2, 2001 by AIA archaeologist James Truesdale. All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A file search was conducted at the Office by the Utah State Historical Society, Antiquities Section, Records Division on March 21, 2001. A second file search was conducted at the USFS Ashley National Forest office, Vernal office on May 30, 2001. No projects and/or cultural resources have been previously recorded in or adjacent to the project area.

Environment

Physiographically, the project is located in the Uinta Basin, approximately 25 miles southwest of Myton, Utah. The Uinta Basin is structurally the lowest part of the Colorado Plateau geographical province (Thornbury 1965:425). The terrain is characterized as having steep ridges and/or buttes of Uintah Formation sandstones and clays dissected by seasonal drainages and

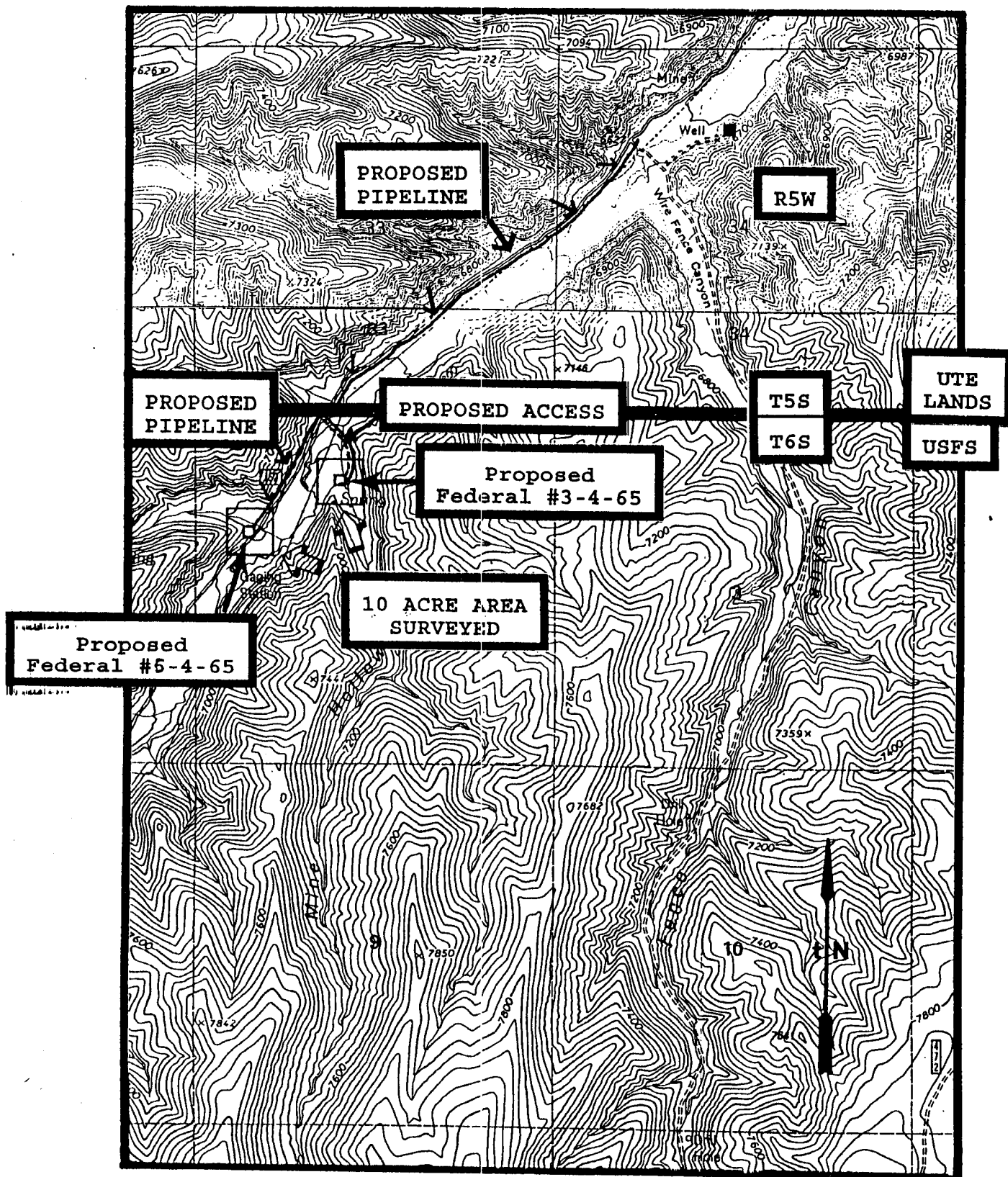


Figure 1. Location of the Barrett Resource Corp. proposed Federal #3-4-65 and Federal #5-4-65 well(s), their access and pipeline on USGS 7.5' quadrangle maps Anthro Mountain (1996) and Duchesne SW (1964).

washes with wide flat alluvial plains. Portions of the desert hardpan and bedrock in the Sowers and Brundage Canyon area are covered with aeolian sand which may reach a depth of over 1 to 2 meters in areas. The project area is in Sowers Canyon which is the nearest permanent drainage. This drainage trends east 10 miles to Antelope Creek and then 10 miles north to Bridgeland, Utah and the Duchesne River.

Vegetation in the project area is characteristic of a Pinon/Juniper community. Species observed in the project area include; Pinyon pine (Pinus Edulis), juniper (Juniperus Osteosperma), shadscale (Atriplex confertifolia), sand sage, (Artemesia filifolia), saltbush (Atriplex nuttallii), rabbitbrush (Chrysothamnus viscidiflorus), winterfat (Eurotia lanata), greasewood (Sarcobatus baileyi), Indian ricegrass (Oryzopsis hymenoides), desert needlegrass (Stipa speciosa), wild buckwheat, (Eriogonum ovvalifolium), desert globemallow (Bromus tectorum), peppergrass (Lepidium perfoliatum), Russian thistle (Salsola kali), and prickly pear cactus (Opuntia spp.).

Federal #3-4-65

The immediate proposed Barrett Resources Corp. Federal #3-4-65 well is situated at the mouth of Mine Hollow. The proposed well pad is situated in a sagebrush flat. The proposed access originates at the Sowers Canyon road at the USFS and Ute tribal boundary. The proposed access trends 800 feet (243.9 m) across the Sowers Canyon drainage, across the sagebrush covered Mine Hollow alluvial and colluvial fan, to the proposed well pad. From the proposed Federal #3-4-65, the proposed pipeline parallels the well access northeast 800 feet (243.9 m) to the Sowers canyon road and the USFS and Ute tribal boundary. The pipeline then continues 5780 feet (1762.1 m), through Uintah-Ouray Ute tribal lands, along the east side of the Sowers Canyon road to a existing pipeline. Vegetation on the well location is consists of low sagebrush, greasewood, rabbit brush, and bunchgrasses. Pinyon/juniper with a understory of low sagebrush and bunchgrasses dominates the surrounding canyon ridges. Sediments on the proposed well location consist of a mixture of alluvial, fluvial and colluvial deposits. Eroding slopes and cut banks indicate that sediments are silty sand mixed with angular pieces of Uinta formation sandstone, clays and shales that may reach a depth of over 2 meters. The proposed well location is located at an elevation of 6720 feet (2060.9 m) AMSL.

Federal #5-4-65

The immediate proposed Barrett Resources Corp. Federal #5-4-65 well is situated at the mouth of North Lost Hollow. The proposed well pad is located along the southern side of the alluvial colluvial fan at the mouth of North Lost Hollow. The proposed access is the existing Sowers Canyon road that is adjacent immediately east of the proposed well pad. The proposed pipeline parallels the west side of the Sowers Canyon road and trends 2000 feet (609.7 m) northeast to the USFS and Ute tribal boundary and a

existing pipeline. Vegetation on the well location is consists of tall sagebrush and greasewood, with rabbit brush, bunchgrasses, and prickly pear cactus. Pinyon/juniper with a understory of low sagebrush and bunchgrasses dominates the surrounding canyon ridges. Sediments on the proposed well location consist of a mixture of alluvial, fluvial and colluvial deposits. Eroding slopes and cut banks indicate that sediments are silty sand mixed with angular pieces of Uinta formation sandstone, clays and shales that may reach a depth of over 2 meters. The proposed well location is located at an elevation of 6800 feet (2073.1 m) AMSL.

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed well locations to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 and 20 meters apart. The proposed Fed. #3-4-65 well access corridor is 800 feet (243.9 m) long and 100 feet (30.4 m) wide, 1.83 acres. The proposed Fed. #5-4-65 well access is the existing Sowers Canyon road that is adjacent east of the proposed well pad and situated within the 10 acre area surveyed around the well centerstake. The proposed Fed. #3-4-65 well pipeline corridor is 6580 feet (2006 m) long and 100 feet (30.4 m) wide, 15.09 acres. The proposed Fed. #5-4-65 well pipeline corridor is 2000 feet (709.7 m) long and 100 feet (30.4 m) wide, 4.59 acres. A total of 19.68 linear acres was surveyed. Areas of subsurface exposure (ant hills, blowouts, eroding slopes and cutbanks) were examined with special care in order to help assess the potential for buried cultural deposits.

Results

A total of 39.68 acres were surveyed for cultural resources within and around the proposed Barrett Resources Corp. Federal #3-4-65 and Federal #5-4-65 well location(s), their access and pipeline. No cultural materials were located during these archaeological investigations.

Recommendations

A total of 39.68 acres were surveyed for cultural resources within and around the proposed Barrett Resources Corp. Federal #3-4-65 and Federal #5-4-65 well location(s), their access and pipeline. No cultural materials were recorded during the survey. Thus no further archaeological work is necessary and clearance for construction of the proposed Barrett Resources Corp. Federal #3-4-65 and Federal #5-4-65 well location(s), their access and pipeline is recommended.

References Cited

Thornbury, William D.

1965 Regional Geomorphology of the United States. John Wiley & Sons, Inc. New York.

~~BERRY~~

BERRY PETROLEUM COMPANY

~~CORPORATION~~

FEDERAL #5-4-65
LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 4, T6S, R5W, U.S.B.&M.

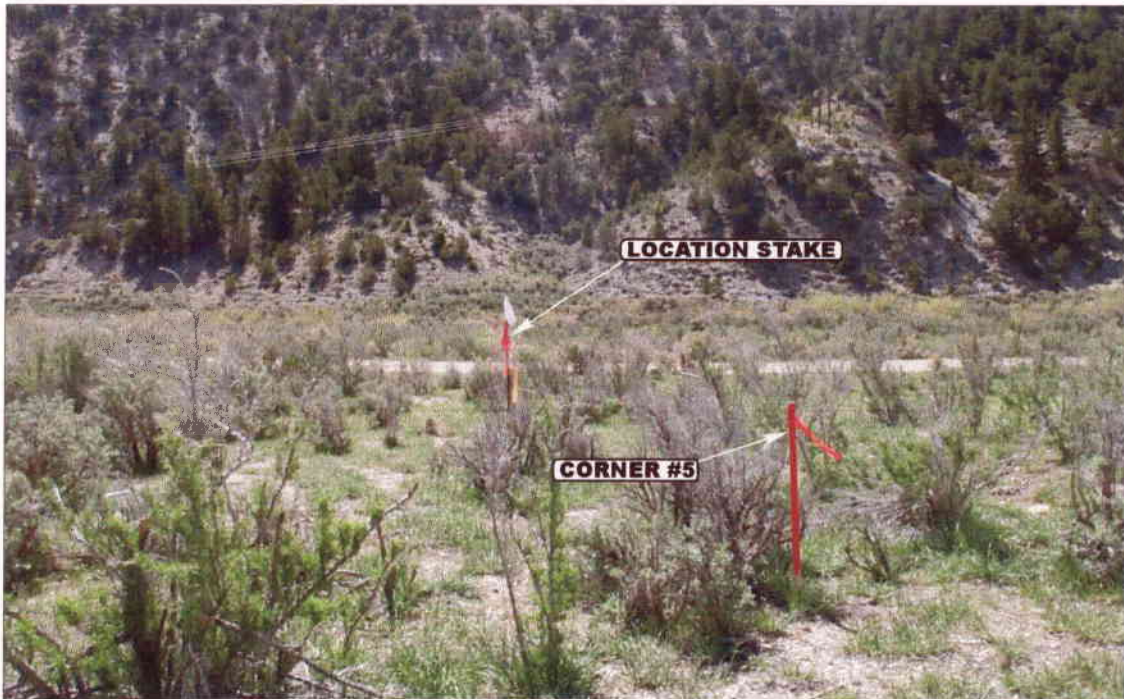


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF EXISTING ACCESS

CAMERA ANGLE: SOUTHWESTERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

6
MONTH

6
DAY

01
YEAR

PHOTO

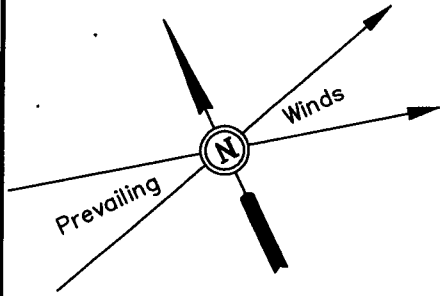
TAKEN BY: D.K.

DRAWN BY: P.M.

REVISED: 00-00-00

BERRY PETROLEUM COMPANY LOCATION LAYOUT FOR

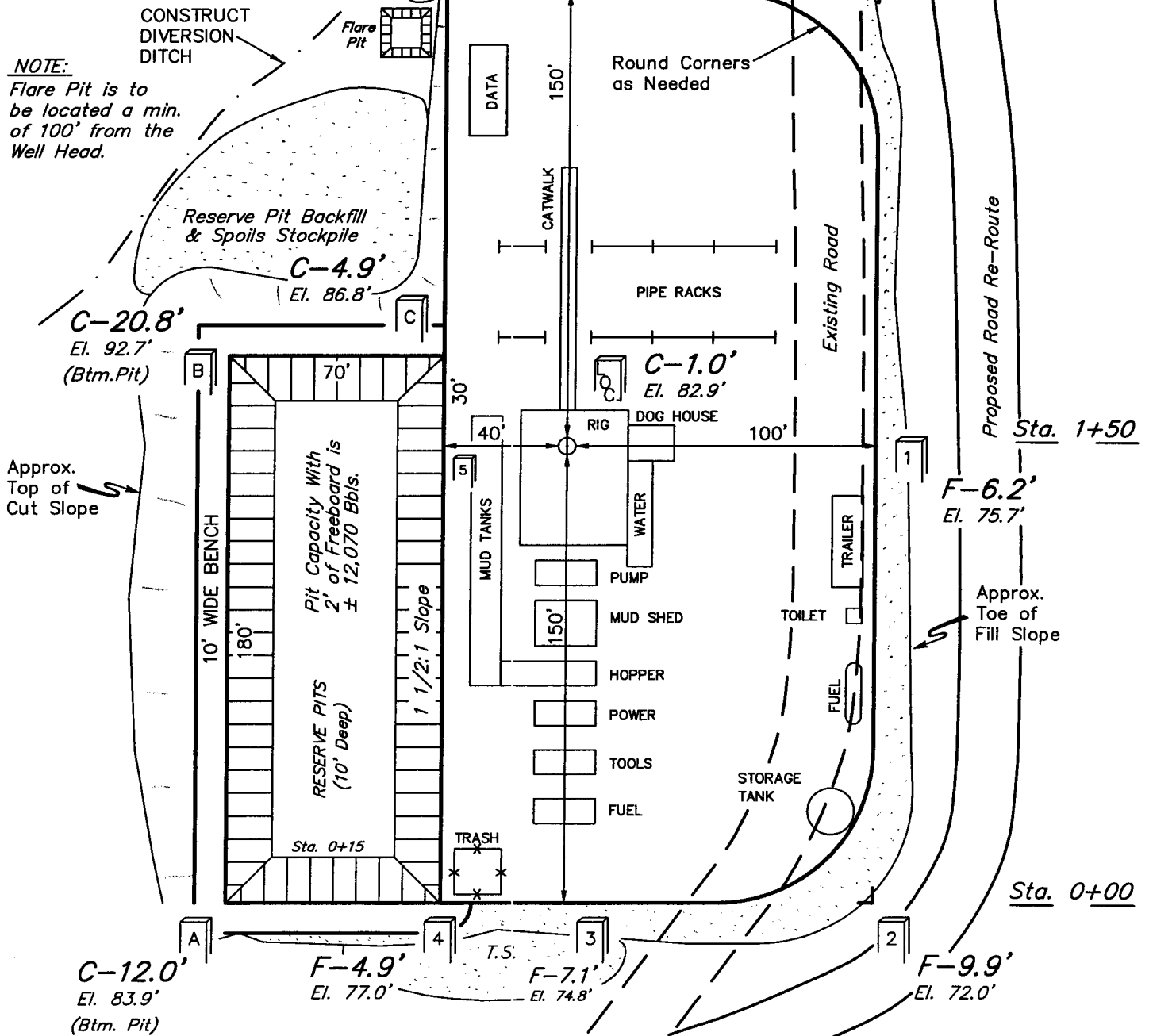
FEDERAL #5-4-65
SECTION 4, T6S, R5W, U.S.B.&M/
1792' FNL 857' FWL



SCALE: 1" = 50'
DATE: 06-03-01
DRAWN BY: D.R.B.

NOTE:

Flare Pit is to be located a min. of 100' from the Well Head.



Elev. Ungraded Ground at Location Stake = 6782.9'
Elev. Graded Ground at Location Stake = 6781.9'

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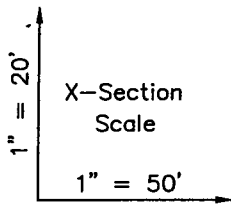
BA BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

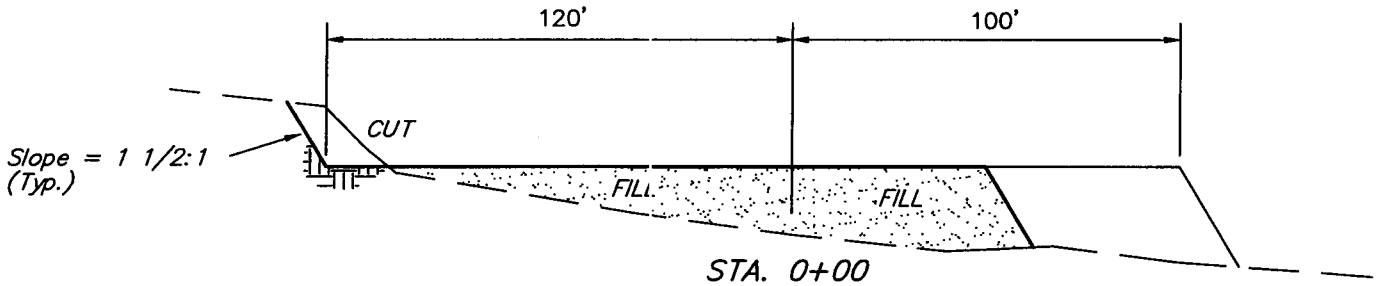
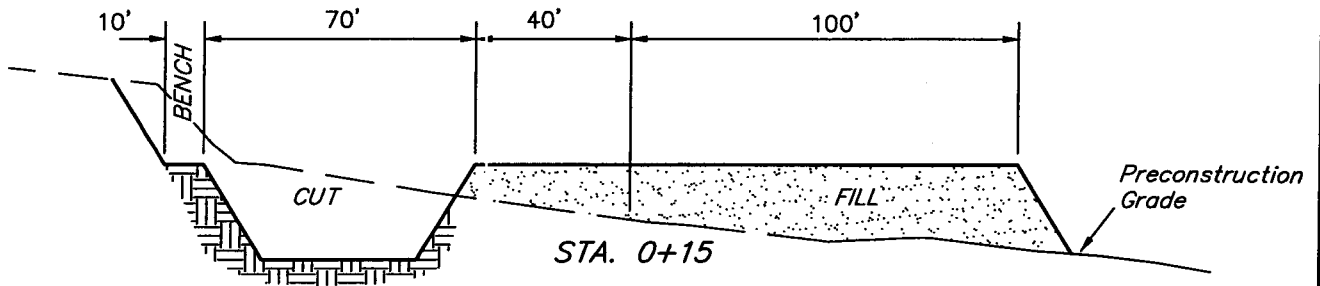
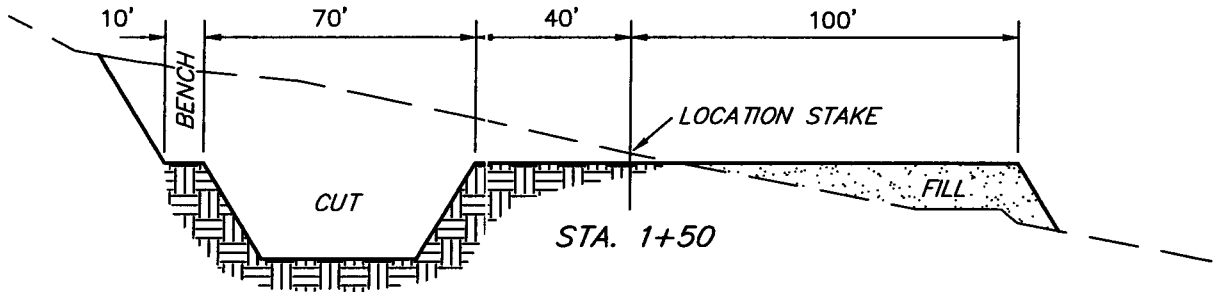
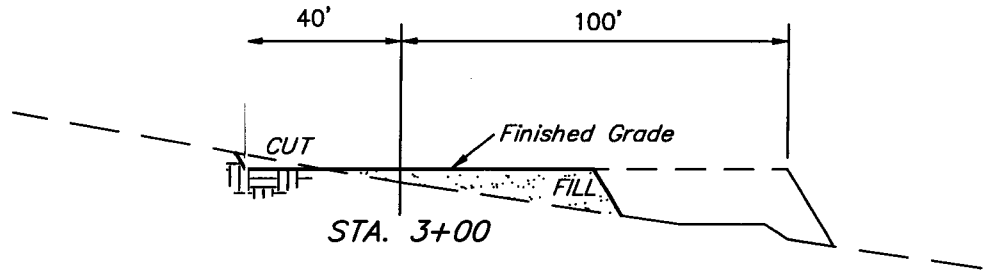
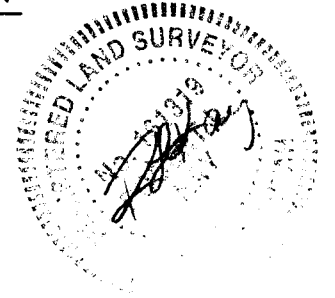
FEDERAL #5-4-65

SECTION 4, T6S, R5W, U.S.B.&M.

1792' FNL 857' FWL



DATE: 06-03-01
DRAWN BY: D.R.B.

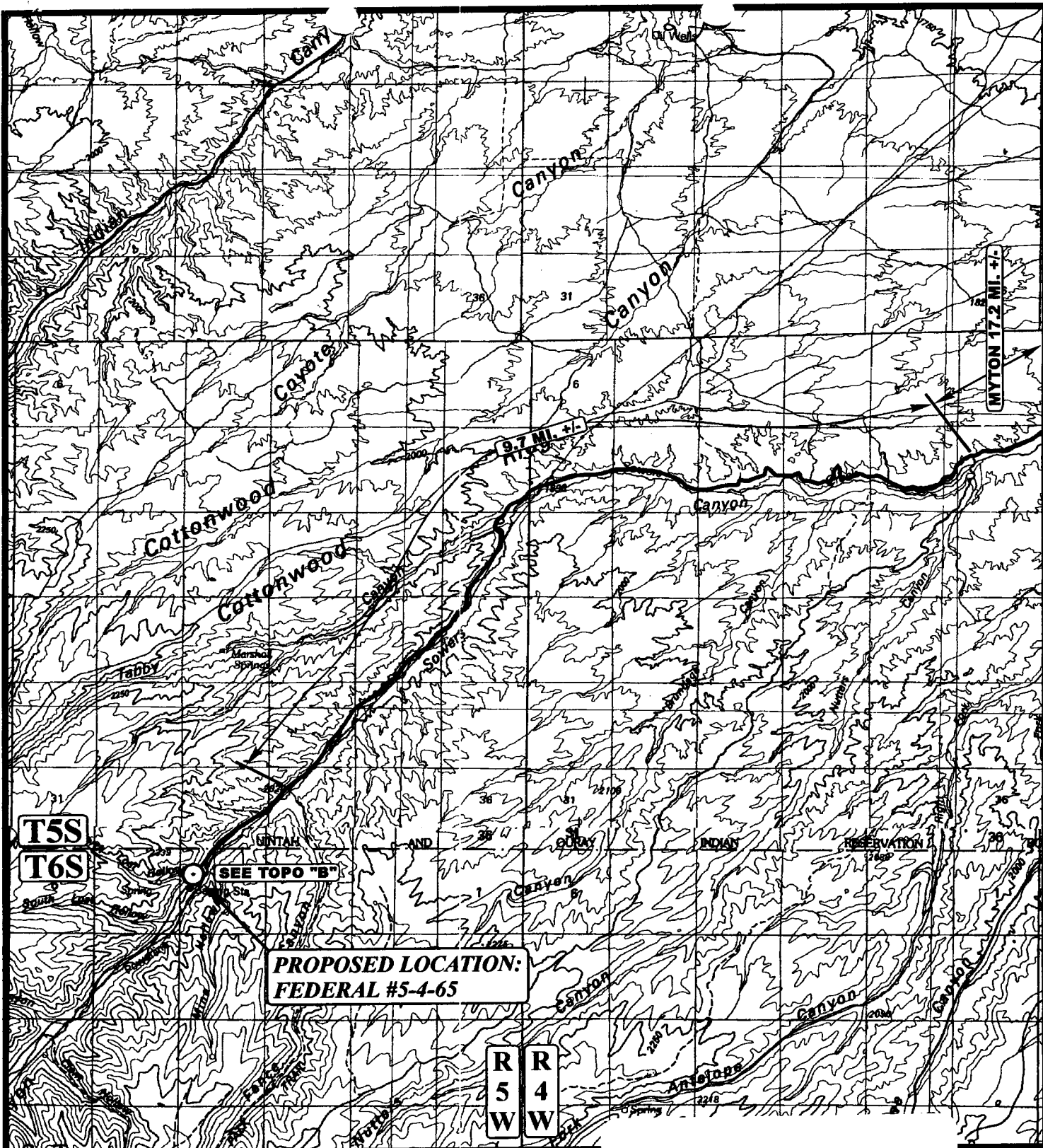


APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,080 Cu. Yds.
Remaining Location	= 7,400 Cu. Yds.
TOTAL CUT	= 8,460 CU.YDS.
FILL	= 5,420 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 2,770 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,770 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

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LEGEND:

○ PROPOSED LOCATION

BAF

BERRY PETROLEUM COMPANY (TION

FEDERAL #5-4-65

SECTION 4, T6S, R5W, U.S.B.&M.

1792' FNL 857' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC
MAP

6 **6** **01**
 MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: P.M. REVISED: 00-00-00

A
TOPO



LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD
- PROPOSED ROAD RE-ROUTE



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
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BAR.

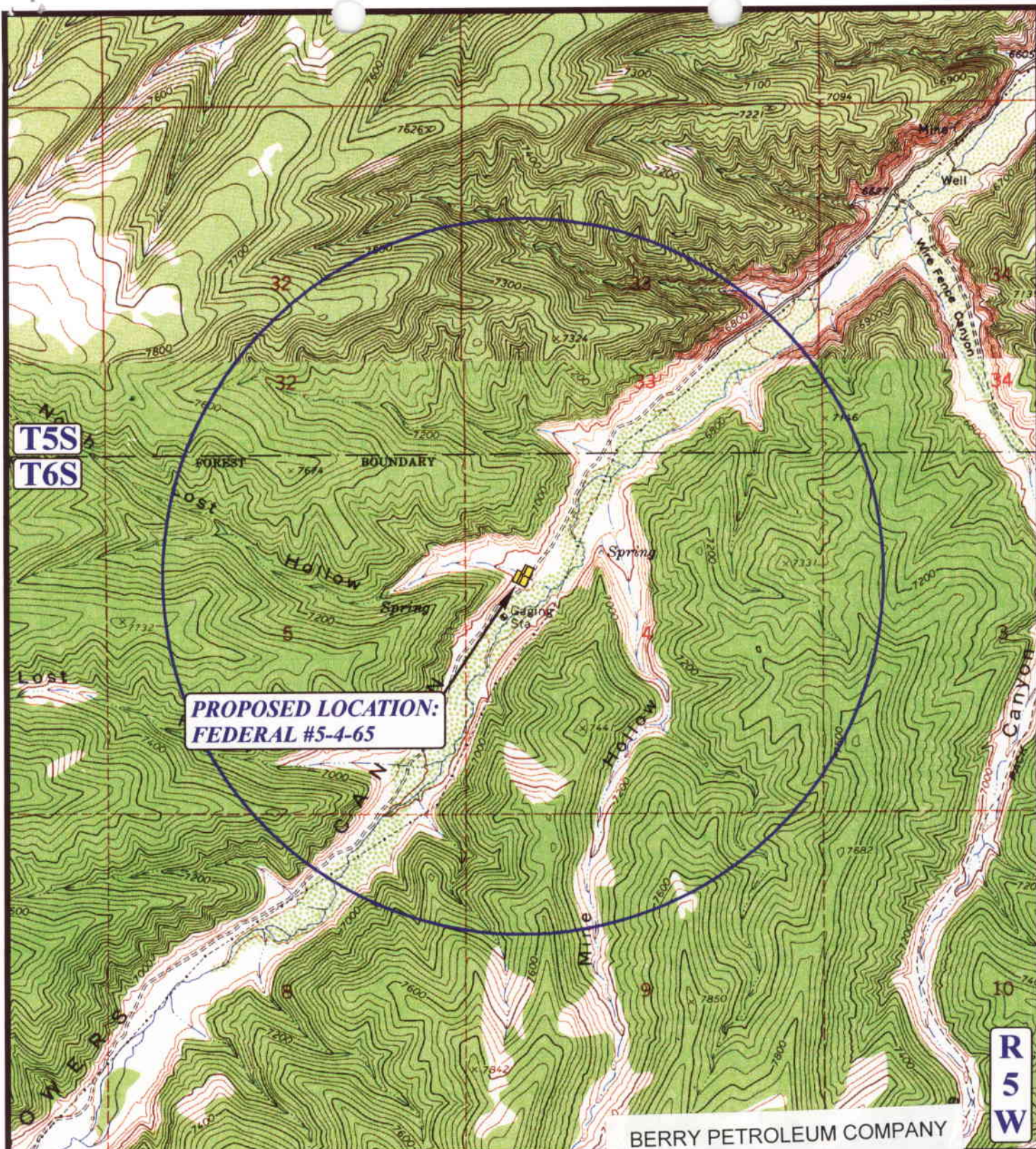
FEDERAL #5-4-65
SECTION 4, T6S, R5W, U.S.B.&M.
1792' FNL 857' FWL

TOPOGRAPHIC
MAP

6 **6** **01**
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: P.M. REVISED: 00-00-00





LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED



Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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BARRETT RESOURCES CORPORATION

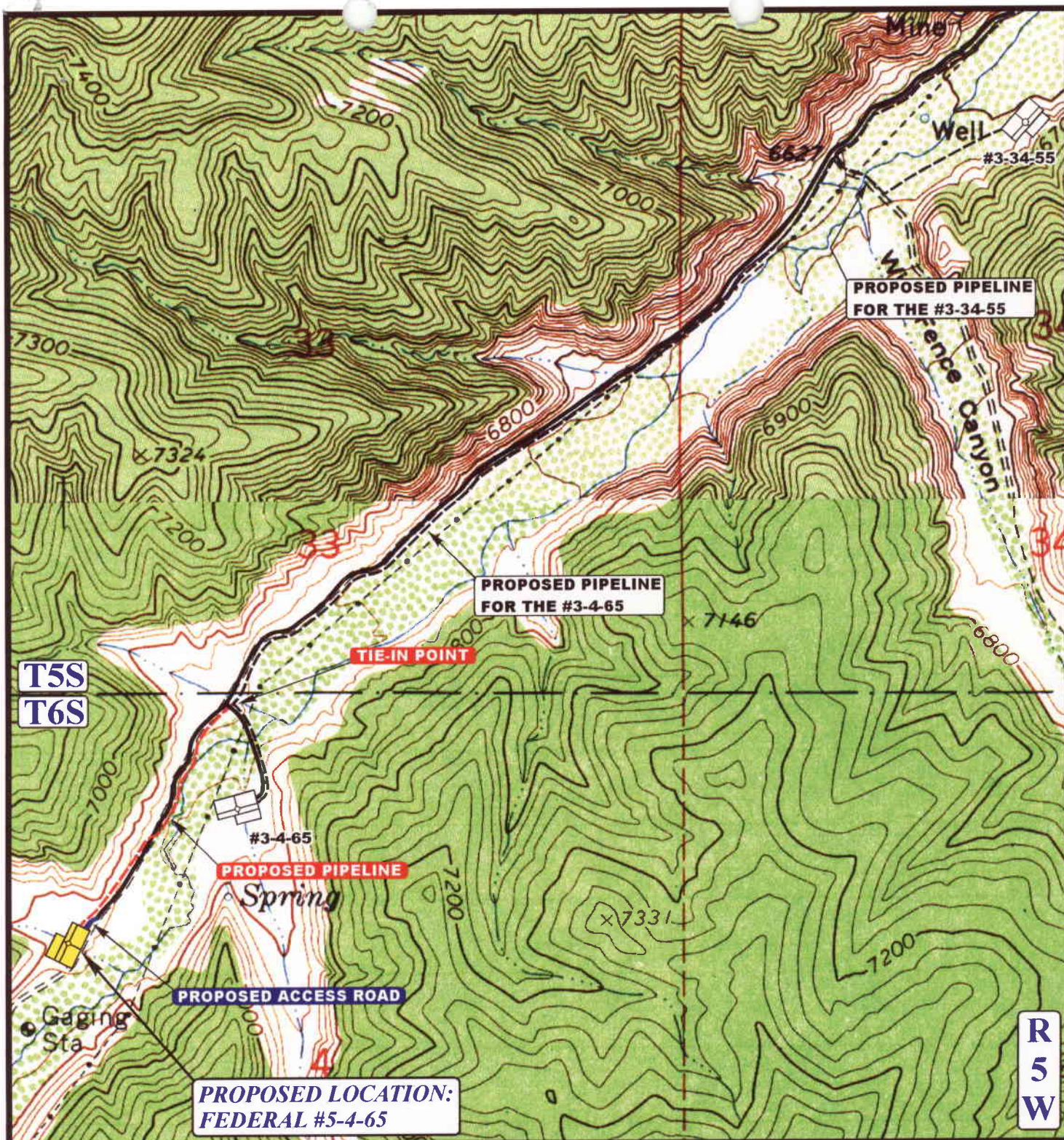
FEDERAL #5-4-65
SECTION 4, T6S, R5W, U.S.B.&M.
1792' FNL 857' FWL

**TOPOGRAPHIC
MAP**

6 6 01
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: P.M. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 1900' +/-

LEGEND:

- EXISTING PIPELINE
- - - PROPOSED PIPELINE
- PROPOSED ACCESS

BA BERRY PETROLEUM COMPANY ATION

FEDERAL #5-4-65
SECTION 4, T6S, R5W, U.S.B.&M.
1792' FNL 857' FWL



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 85 South 200 East Vernal, Utah 84078
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TOPOGRAPHIC
MAP

6 6 01
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: P.M. REVISED: 00-00-00



003

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 03/22/2004

API NO. ASSIGNED: 43-013-32558

WELL NAME: FEDERAL 5-4-65

OPERATOR: BERRY PETROLEUM COMPANY (N2480)

CONTACT: DEBBIE WISENER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

SWNW 04 060S 050W

SURFACE: 1792 FNL 0857 FWL

BOTTOM: 1792 FNL 0857 FWL

DUCHESNE

WILDCAT (1)

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-77327

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: GRRV

COALBED METHANE WELL? NO

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LATITUDE: 39.99115

LONGITUDE: 110.45814

RECEIVED AND/OR REVIEWED:

- ☒ Plat
- ☒ Bond: Fed[1] Ind[] Sta[] Fee[]
 (No. RLB0005651)
- ☒ Potash (Y/N)
- ☒ Oil Shale 190-5 (B) or 190-3 or 190-13
- ☒ Water Permit
 (No. 43-11041)
- ☒ RDCC Review (Y/N)
 (Date:)
- ☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3.

Unit

☒ R649-3-2. General
 Siting: 460 From Qtr/Qtr & 920' Between Wells

R649-3-3. Exception

Drilling Unit

Board Cause No: _____

Eff Date: _____

Siting: _____

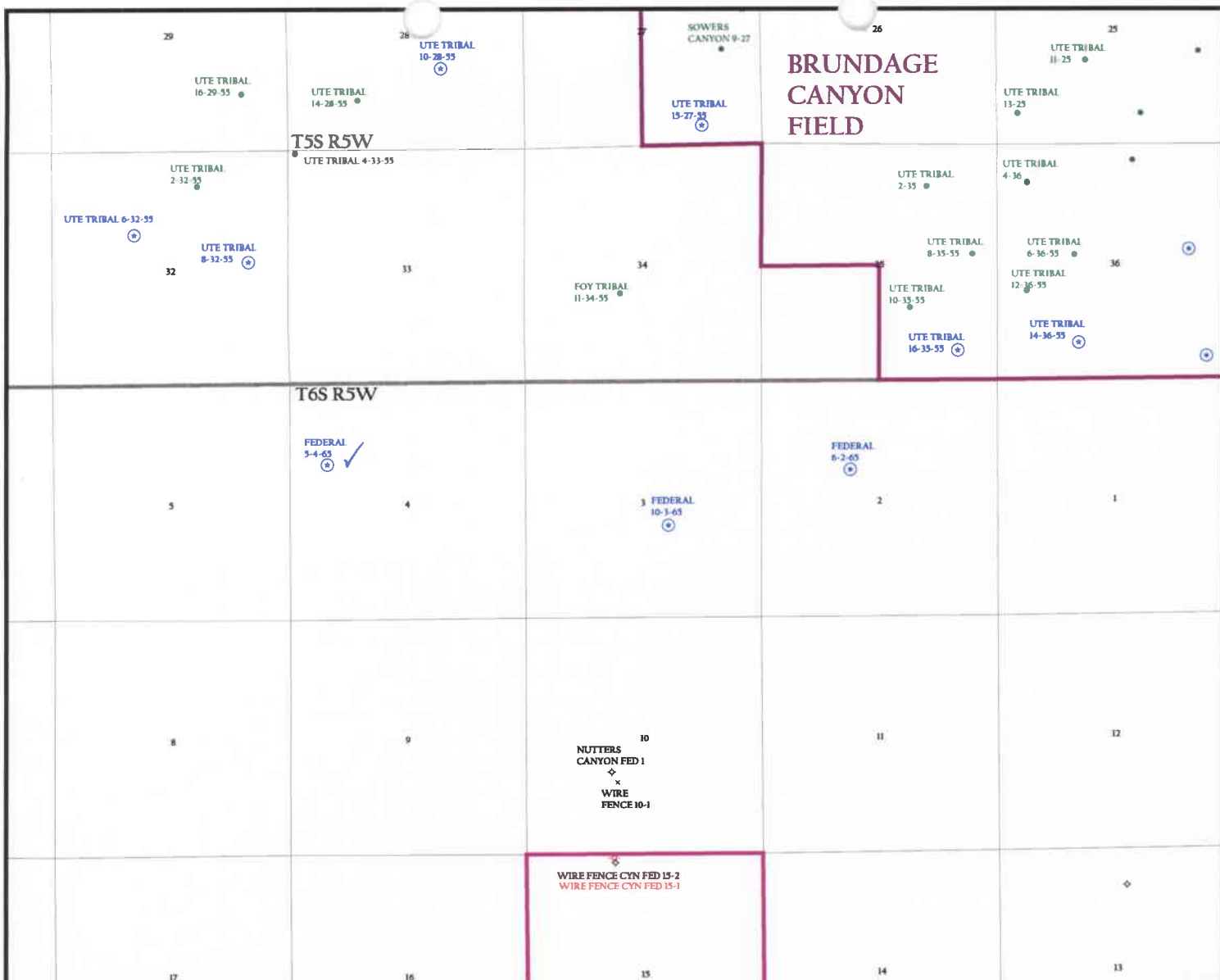
R649-3-11. Directional Drill

COMMENTS:

STIPULATIONS:

1- Federal Approval

2- Spacing Unit



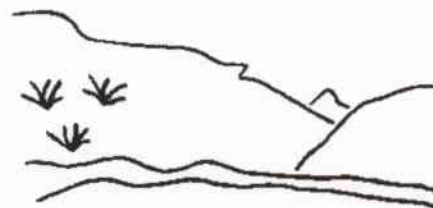
OPERATOR: BERRY PETRO CO (N2460)

SEC. 4 T.6S, R.5W

FIELD: WILDCAT (001)

COUNTY: DUCHESNE

SPACING: R649-3-2 / GENERAL SITING



Utah Oil Gas and Mining

Well Status

- ✓ GAS INJECTION
- ⊕ GAS STORAGE
- × LOCATION ABANDONED
- ⊕ NEW LOCATION
- ⊕ PLUGGED & ABANDONED
- ⊕ PRODUCING GAS
- ⊕ PRODUCING OIL
- ⊕ SHUT-IN GAS
- ⊕ SHUT-IN OIL
- ⊕ TEMP. ABANDONED
- ⊕ TEST WELL
- ⊕ WATER INJECTION
- ⊕ WATER SUPPLY
- ⊕ WATER DISPOSAL

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED



PREPARED BY: DIANA WHITNEY
DATE: 23-MARCH-2004



State of Utah

Department of
Natural Resources

Division of
Oil, Gas & Mining

ROBERT L. MORGAN
Executive Director

LOWELL P. BRAXTON
Division Director

March 23, 2004

Berry Petroleum Company
Rt. 3, Box 3020
Roosevelt, UT 84066

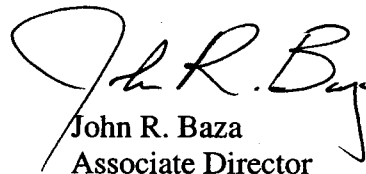
Re: Federal 5-4-65 Well, 1792' FNL, 857' FWL, SW NW, Sec. 4, T. 6 South,
R. 5 West, Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-32558.

Sincerely,


John R. Baza
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal District Office

Operator: Berry Petroleum Company
Well Name & Number Federal 5-4-65
API Number: 43-013-32558
Lease: USA UTU-77327

Location: SW NW **Sec.** 4 **T.** 6 South **R.** 5 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

005

Do not use this form for proposals to drill new wells, deepen existing wells, or to re-enter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:

0 UTU-77327

6. If Indian, Allottee or Tribe Name:

0

7. Unit Agreement Name:

8. Well Name and Number:

FEDERAL 5-4-65

9. API Well Number:

43-013-32558

10. Field and Pool, or Wildcat:

BRUNDAGE CANYON

1. Type of Well: OIL ☒ GAS ☐ OTHER:

2. Name of Operator:

BERRY PETROLEUM COMPANY

3. Address and Telephone Number:

1614 SOUTH 2000 WEST, RT. 3 BOX 3020 ROOSEVELT, UTAH 84066 (435) 722-1325

4. Location of Well:

Footages: 1792' FNL, 857' FWL

QQ, Sec., T., R., M.: SWNW SEC. 4, T6S, R5W USB&M

County: DUCHESNE,

State: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT

(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other ONE YEAR EXTENSION | |

Approximate date work will start

SUBSEQUENT REPORT

(Submit Original Form Only)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other | |

Date of work completion

Report results of Multiple Completions and Recompletions to different reservoirs on WELL
COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

BERRY PETROEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION
TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

Date: 04-13-05By: [Signature]

COPY SENT TO OPERATOR

Date: 4-15-05Initials: CHD

13

Name & Signature:

DEBBIE L. WISENER [Signature]

Title:

PRODUCTION & REGULATORY TECHNICIAN

Date:

04/12/05

(This space for Federal or State office use)

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-32558
Well Name:
Location:
Company Permit Issued to:
Date Original Permit Issued:

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

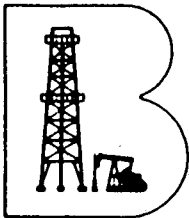

Signature

4/12/2005

Date

Title: Production & Regulatory Tech.

Representing: Berry Petroleum Company



Berry Petroleum Company

Brundage Canyon Field

**1614 South 2000 West
Rt. 3 Box 3020
Roosevelt, UT 84066**

**Ph. (435) 722-1325
Fax: (435) 722-1321
www.bry.com**

April 12, 2005

State Of Utah
Division of Oil, Gas & Mining
1594 W. North Temple,
Suite 1210 Box 145801
Salt Lake City, Utah 84114-5801

Re: APD one (1) year extension

Attached please find one (1) original & one (1) copy for a one (1) year Extension for the *Application for Permit to Drill* on the following locations:

Ute Tribal 6-32-55

Ute Tribal 8-32-55

Federal 10-3-65

Federal 5-4-65

Thank you,


Debbie L. Wisener
Production & Regulatory Technician

cc: Well File
Drilling File
Denver

RECEIVED

APR 13 2005

DIV. OF OIL, GAS & MINING



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

July 27, 2006

Debbie Wisener
Berry Petroleum Company
RT. 2 BOX 7735
Roosevelt, UT 84066

Re: APD Rescinded -Federal 5-4-65 Sec. 4 T. 6S R. 5W
Duchesne County, Utah API No. 43-013-32558

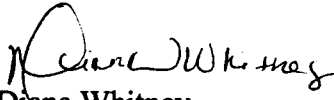
Dear Ms. Wisener:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on March 23, 2004. On April 13, 2005, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective July 27, 2006.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Whitney
Engineering Technician

cc: Well File
Bureau of Land Management, Vernal